

STATE OF CALIFORNIA
OFFICE OF THE ATTORNEY GENERAL
REGISTRY OF CHARITABLE TRUSTS
P.O. Box 903447
Sacramento, CA 94203-4470

REGISTRATION FORM

1. Official name and mailing address of organization:

JustGive
2787 California Street, 2nd Floor
San Francisco CA 94115

Federal Employer Identification Number:

94-3331010

Corporate Number:

2. Names and addresses of ALL trustees or directors and officers (attach list if necessary):

See attached

3. Attach a statement fully describing the primary activity of the organization. (A copy of the material submitted with the application for Federal or State tax exemption will normally provide this information.)

See attached

4. If the organization is **based outside California**, comment fully on the extent of activities in California and how the California activities relate to total activities. In addition, list all funds, property and other assets held or expected to be held in California. Indicate whether or not you are monitored in your home state, and if so, by whom. N/A

5. A) If assets (funds, property, etc.) have been received, enter the date first received: July 15, 1999.
Financial statements for past accounting periods are required. See instructions on reverse.

- B) If assets (funds, property, etc.) have not been received, enter the date when such receipts are expected _____.
Registration will be processed upon receipt of your first financial statement showing assets and/or revenue.

6. Annual accounting period adopted:

☒ Fiscal Year Ending February 29
☐ Calendar Year.

7. Attach your founding documents as follows:

A) Corporations - Furnish a copy of the Articles of Incorporation and all amendments and current bylaws. If incorporated outside California, enter the date the corporation qualified through the California Secretary of State's Office to conduct activities in California: _____.

B) Associations - Furnish a copy of the instrument creating the organization (Bylaws, Constitution, and/or Articles of Association).

C) Trusts - Furnish a copy of the Trust Instrument or Will and Decree of Final Distribution.

8. Attach a copy of the Federal exemption determination letter, if available.

Signature Kendrick Hall Title President

Address 2787 California St., 2nd Floor, San Francisco, CA 94115

Date _____ Organization's Telephone Number (415) 202-9740

CT-1 (1/99)

SEE OTHER SIDE FOR INSTRUCTIONS

Board Members

- ◆ Kendall Webb - President
2787 California Street, 2nd Floor
San Francisco, CA 94115
415/202-9740
- ◆ Jill Peasley - Director
2787 California Street, 2nd Floor
San Francisco, CA 94115
415/202-9740

Key Employees

- ◆ Kendall Webb
2787 California Street, 2nd Floor
San Francisco, CA 94115
415/202-9740
- ◆ Orla McKiernan
2787 California Street, 2nd Floor
San Francisco CA 94115
415/202-9740
- ◆ Kay Kirman
2787 California Street, 2nd Floor
San Francisco CA 94115
415/202-9740
- ◆ Jennifer Chapin
2787 California Street, 2nd Floor
San Francisco CA 94115
415/202-9740
- ◆ Doug Abrams
2787 California Street, 2nd Floor
San Francisco CA 94115
415/202-9740
- ◆ Lynda Greenberg
2787 California Street, 2nd Floor
San Francisco, CA 94115
415/202-9740
- ◆ Kristen Kennedy
2787 California Street, 2nd Floor
San Francisco, CA 94115
415/202-9740

Part II Activities and Operational Information *(Continued)*

1. Description of the Organization

JustGive, located in San Francisco, will offer the public a comprehensive charitable service on the Internet to facilitate charitable giving and in order to educate the public as to available community outreach services and programs. In addition, by utilizing the JustGive website, qualified non-profit organizations will be able to educate and inform potential service recipients and donors of specific charities, social services and programs and topical social issues. The non-profit organizations will be able to post organization-specific biographies, notices, and topical facts on the JustGive website free of charge to them and to the viewing public. In addition, JustGive will facilitate charitable giving by allowing the public to contribute to qualified organizations on-line via the JustGive website. JustGive intends to collect donations on behalf of qualified non-profit organizations and remit such donations to the designated organization without a fee or charge for such service to the donee organization. JustGive was incorporated in July 1999 with an anticipated Internet service launch date in November 1999.

2. Organization's Sources of Financial Support

JustGive's sources of financial support will be: (1) contributions from individuals; (2) grants from other charitable organizations; and (3) contributions from public corporations. JustGive is considering adding a nominal handling fee to donations, to be paid by the donor, for the sole purpose of defraying or covering JustGive's costs associated with processing each transaction, for instance, processing fees charged by credit card companies. JustGive contemplates that in the future it may raise funds by selling advertising to for-profit and not-for-profit organizations for purposes both related and unrelated to its charitable purpose. JustGive is aware of issues associated with unrelated business taxable income.

3. Organization's Fundraising Program

JustGive will fundraise directly through solicitations and formal proposals to interested parties. Preliminary conversations have taken place to attract funds from private individuals and various organizations, and a person to fill a fundraising employment position is being recruited. No solicitation materials have been prepared as of this date. JustGive also plans to solicit contributions directly through its website. To

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ENDORSED - FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

ARTICLES OF INCORPORATION**JUL 15 1999****OF**

BILL JONES, SECRETARY OF STATE

JUSTGIVE**I**

The name of this corporation is JustGive.

II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The purposes of this corporation are to engage in charitable, educational, scientific, religious, and literary activities. This corporation is organized and shall be operated exclusively for such purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code").

III

The name and address in the State of California of this corporation's initial agent for service of process is:

Kendall Webb
4421 20th Street
San Francisco, CA 94114

IV

No substantial part of the activities of this corporation shall consist of lobbying or carrying on propaganda, or otherwise attempting to influence legislation, except to the extent permitted pursuant to a valid election under Section 501(h) of the Code. This corporation shall not participate or intervene in any political campaign including publishing or distributing statements on behalf of or in opposition to any candidate for public office.

POSTED
JUL 26 99

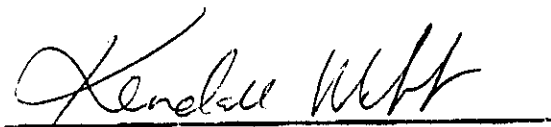
V

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

VI

Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code.

Dated: July 15, 1999.


Kendall Webb, Incorporator

BYLAWS OF
JUSTGIVE
a California Nonprofit Public Benefit Corporation

1. NAME OF CORPORATION. The name of this Corporation is "JustGive".

2. OFFICES.

2.1 Principal Office. The principal office for the transaction of the business of the Corporation shall be located at 4421 20th Street, San Francisco, California. The Directors may change the principal office from one location to another, and this section shall be amended accordingly.

2.2 Other Offices. The Board of Directors may at any time establish branch offices, either within or outside the State of California, in order to advance the proper purposes of the Corporation.

3. MEMBERSHIP. This Corporation shall have no members within the meaning of Section 5056 of the California Nonprofit Public Benefit Corporation Law.

4. OBJECTIVES AND PURPOSES. This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for charitable, religious, scientific, literary, and educational purposes:

The primary purpose of the Corporation shall be to create a charitable vehicle for educating the general public about, increase understanding of and facilitate the contribution of donations to all qualified non-profit organizations operating in the United States. JustGive shall also provide a vehicle and medium to such non-profit organization for disseminating their purpose and objectives, and for soliciting contributions in support of such purposes and objectives. In addition, the Corporation may engage in any other charitable activities as shall from time to time be determined by the Board of Directors to be appropriate.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the charitable purposes described in its Articles of Incorporation.

5. DEDICATION OF ASSETS. The properties and assets of this nonprofit Corporation are irrevocably dedicated to public benefit and/or charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Director or Officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or

EXHIBIT C

corporation which is organized and operated exclusively for charitable purposes and which has established its exempt status under Section 501(c)(3) of the Internal Revenue Code.

6. DIRECTORS.

6.1 Powers.

6.1.1 General Corporate Powers. The Corporation shall have powers to the full extent allowed by law. The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

6.1.2 Specific Powers. Without prejudice to their general powers, the Directors shall have the power to:

(a) Select and remove the Officers of the Corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, and with these Bylaws; and fix their compensation, if any.

(b) Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country, and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.

(c) Adopt, make, and use a corporate seal and alter the form of the seal.

(d) Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the Corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt.

(e) Invest certain funds of this Corporation in stocks, bonds, mutual funds and securities and to authorize the Officers to open accounts at brokerage firms or other institutions.

6.2 Number of Directors. The authorized number of Directors shall be at least one (1) but not more than seven (7) as the Board shall determine. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board of Directors.

6.3 Appointment and Terms of Office of Directors.

6.3.1 The members of the Board of Directors as of the initial meeting of the Board shall be those persons whose names are attached to these Bylaws as Exhibit A. Initial members of the Board of Directors shall each serve for the term set forth beside his or her name in Exhibit A.

6.3.2 Subsequent Directors shall be elected by a majority vote of the Directors at each annual meeting, including the vote(s) of any Director whose term of office expires with such meeting.

6.3.3 All Directors shall serve terms of one (1) year. Directors may serve any number of consecutive terms.

6.3.4 The Chair of the Board shall be selected by a majority vote of the Directors following the election of Directors at each annual meeting.

6.4 Qualifications of Board Members. Any person 18 years of age or older may be nominated or elected to serve as a Director. Directors need not be residents of the State of California.

6.5 Vacancies.

6.5.1 Events Causing Vacancy. A vacancy on the Board of Directors shall be deemed to exist at the occurrence of any of the following:

(a) The death, resignation, or removal of any Director.

(b) The declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been declared of unsound mind by court order or convicted of a felony, or who has been found by final order or judgment of any court to have breached a duty under Corporation Code Section 5231 and following of the California Nonprofit Corporation Law.

(c) The failure of the Board, at any meeting of the Board at which any Director is to be elected, to elect the Director to be elected at such meeting.

(d) Whenever the actual number of Directors is less than the authorized number of Directors, as determined by resolution of the Board of Directors.

6.5.2 Resignation. Except as provided in this paragraph, any Director may resign, which resignation shall be effective on giving written notice to the Chairman of the Board, the President, or the Secretary, unless the notice specifies a later time for the resignation to become effective. No Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.

6.5.3 Removal. Any Director may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided notice of that meeting and of the removal questions are given as provided in Section 6.8.2. Any vacancy caused by the removal of a Director shall be filled as provided in Section 6.5.4.

6.5.4 Filling of Vacancies. Any vacancy caused by the death, resignation, or removal of a Director shall be filled by election of the majority of the remaining Directors. Any other vacancy may be filled by election of a majority of the remaining Directors. If there is no living

Director; the vacancy shall be filled as designated by a resolution of the Board, if any had been made prior to the death of all Directors.

6.6 Place of Meeting: Meeting by Telephone. Regular meetings of the Board of Directors may be held at any place within or outside the State of California, as designated from time to time by resolution of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation. Special meetings of the Board shall be held at any place within or outside of the State of California, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, at the principal office of the Corporation. Notwithstanding the above provisions of this Section 6.6, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all Board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

6.7 Annual Meetings. The Board of Directors shall hold an annual meeting at a time and place designated by the Board of Directors for purposes of electing officers, designating committees, and transacting regular business. Notice of these meetings shall be by first-class mail postmarked not less than 10 nor more than 40 days in advance thereof, except that any Director may waive notice as provided in Section 6.8.3

6.8 Special Meetings.

6.8.1 Authority to Call. Special meetings of the Board of Directors for any purpose may be called at any time by the Chair of the Board, the President, or any two Directors.

6.8.2 Notice. Notice of any special meeting of the Board of Directors shall be given to all Directors either by first-class mail at least four days in advance or by notice delivered personally or by telephone or telegraph at least 48 hours in advance except that such notice may be waived by any Director as set forth in paragraph 6.8.3.

6.8.3 Waiver of Notice. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

6.9 Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 6.10. Every act or decision done or made by a majority of the Directors present at a meeting held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may

continue to transact business, notwithstanding the withdrawal of any Director, if any action taken is approved by at least a majority of the quorum required for meeting.

6.10 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

6.11 Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. Such notice may be waived in the same manner as set forth under Section 6.8.3.

6.12 Action Without Meeting. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

6.13 Compensation of Directors. Directors and members of committees may receive reimbursement of expenses as may be determined by resolution of the Board of Directors to be just and reasonable. Directors shall not otherwise be compensated.

6.14 Restriction on Interested Directors. Not more than 49% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, which has rendered compensated services to the Corporation within the previous 12 months; and (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, mother-in-law, or father-in-law of any person described in (a) or (b) hereof. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the Corporation.

7. COMMITTEES.

7.1 Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees to serve at the pleasure of the Board. Members of committees need not be members of the Board, but at least one Board member shall serve on each committee. Any member of any committee may be removed, with or without cause, at any time by the Board. Any committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of the Board resolution, may:

- (a) Fill vacancies on the Board of Directors or on any committee;
- (b) Amend or repeal the Articles of Incorporation or Bylaws or adopt new

Bylaws;

- (c) Amend or repeal any resolution of the Board;
- (d) Designate any other committee of the Board or appoint the members of any committee;
- (e) Approve any transaction (i) to which the Corporation is a party and as to which one or more Directors has a material financial interest; or (ii) between the Corporation and one or more of its Directors or between the Corporation and any corporation or firm in which one or more of its Directors has a material financial interest.

7.2 Meeting and Action of Committees. The Board of Directors may adopt rules for any committee not inconsistent with the provisions of these Bylaws.

8. OFFICERS.

8.1 Designation of Officers. The Corporation shall have the following Officers: President, Secretary, and Treasurer, and such other Officers as the Board may designate by resolution and appoint pursuant to Section 8.3. Officers need not be Directors. One person may hold two or more offices, except those of President and Secretary, and President and Treasurer.

8.2 Election of Officers. The Officers of the Corporation, except those appointed in accordance with the provisions of Section 8.3 of this Article, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the Board, subject to the rights, if any, of any Officer under a contract of employment.

8.3 Subordinate Officers. The Board of Directors may appoint, and may authorize the President or any other Officer to appoint, any other Officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified by the Bylaws or determined from time to time by the Board of Directors.

8.4 Removal of Officers. Subject to rights, if any, under any contract of employment, any Officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the Board, or, except in the case of an Officer chosen by the Board of Directors, by an Officer on whom such power of removal has been conferred by the Board of Directors.

8.5 Resignation of Officers. Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party.

8.6 Vacancies in Office. A vacancy in any Office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that Office.

8.7 Responsibilities of Officers.

8.7.1 President. The President shall be the chief executive officer of the Corporation. He or she shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President shall be responsible to the Board of Directors, shall see that the Board is advised on all significant matters of the Corporation's business, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board. In addition, the President shall have the power to make investments in such depositories as may be designated by the Board of Directors.

8.7.2 Secretary. The Secretary shall attend to the following:

(a) **Book of Minutes.** The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes of all meetings and actions of Directors and committees of Directors, with the time and place of holding regular and special meetings, and if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(b) **Notices, Seal, and Other Duties.** The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws to be given. The Secretary shall keep the seal of the Corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

8.7.3 Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall attend to the following:

(a) **Books of Account.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.

(b) **Deposit and Disbursement of Money and Valuables.** The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories, including brokerage accounts, as may be designated by the Board of Directors; shall disburse funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever they request it, an account of all financial transactions and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(c) Bond. If required by the Board of Directors, the Treasurer shall give the Corporation a bond in the amount and with the surety specified by the Board for the faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

9. RECORDS AND REPORTS.

9.1 Maintenance of Articles and Bylaws. The Corporation shall keep at its principal executive office the original or a copy of its Articles and Bylaws as amended to date.

9.2 Maintenance of Other Corporate Records. The accounting books, records, and minutes of the proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal executive office of the Corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

9.3 Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

9.4 Annual Statement of Certain Transactions and Indemnifications. The Corporation shall prepare and mail or deliver to each Director an annual statement of the amount and circumstances of any transaction or indemnification of the following kind:

(a) Any transaction(s) in which the Corporation was a party, and in which any Director or Officer of the Corporation had a direct or indirect financial interest.

(b) Any indemnifications or advances aggregating more than \$10,000 paid during the fiscal year to any Officer or Director of the Corporation pursuant to Article XI hereof, unless such indemnification has already been approved pursuant to Section 11.1.

10. PROHIBITED TRANSACTIONS.

10.1 Loans. Without the approval of the Attorney General of California this Corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer; provided, however, that this Corporation may advance money to a director or officers of this Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

10.2 Self-Dealing Transactions. Except as provided in Section 10.3, the Board of Directors shall not approve or permit the Corporation to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which this Corporation is a party and in which one

or more of its directors has a material financial interest, unless the transaction comes within California Corporations Code Section 5233(b).

10.3 Approval. This Corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This Corporation may also engage in a self-dealing transaction if the Board determines, before the transaction, that (i) this Corporation is entering into the transaction for its own benefit; (ii) the transaction is fair and reasonable to this Corporation at the time; and (iii) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

10.4 Private Foundation Restrictions. During any taxable year in which this Corporation shall be classified as a private foundation, this Corporation shall distribute its income for such taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code (the "Code"); shall not engage in any act of self-dealing as defined in section 4941(d) of the Code (Section 10.3 notwithstanding); shall not retain any excess business holdings as defined in section 4943(c) of the Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Code; and shall not make any taxable expenditures as defined in section 4945(d) of the Code.

11. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

11.1 Right to Indemnification. This Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any action or proceeding by reason of the fact that such person is or was an Officer, Director, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, or other enterprise, against expenses, judgment, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding, to the fullest extent permitted under the Nonprofit Corporation Law of the State of California.

In determining whether indemnification is available to the Director, Officer or agent of this Corporation under California law, the determination as to whether the applicable standard of conduct set forth in Section 5238 of the California Nonprofit Corporation Law has been met shall be made by a majority vote of a quorum of Directors who are not parties to the proceeding. If the number of Directors who are not parties to the proceeding is less than two-thirds of the total number of Directors seated at the time the determination is to be made, the determination as to whether the applicable standard of conduct has been met shall be made by the court in which the proceeding is or was pending.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

11.2 Insurance. This Corporation shall have the power and shall use its best efforts to purchase and maintain insurance on behalf of any Director, Officer, or agent of the Corporation, against any liability asserted against or incurred by the Director, Officer, or agent in any such capacity or arising out of the Director's, Officer's, or agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under Section 11.1; provided that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Director, Officer, or agent of the Corporation for any self-dealing transaction, as described in Section 5233 of the California Nonprofit Corporation Law.

12. FISCAL YEAR. The fiscal year of the Corporation shall be the twelve-month period ending on the last day of February.

13. CONSTRUCTION AND DEFINITIONS. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular.

14. AMENDMENTS. Bylaws may be adopted, amended, or repealed by a majority vote of the entire Board of Directors.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of JustGive, a California nonprofit public benefit corporation, do hereby certify:

That the foregoing Bylaws consisting of 12 pages were adopted as the Bylaws of the Corporation by the Incorporator of the Corporation on August 25, 1999, and approved by the Directors of the Corporation on August 25, 1999, and the same do now constitute the Bylaws of said Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 25 day of AUGUST, 1999.

G. M. Mc Kenna
GILBERT M. MC KENNA Secretary



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
PO BOX 1286
RANCHO CORDOVA CA 95741-1286

In reply refer to
755:G :EU

March 16, 2000

JUSTGIVE
4421 20TH STREET
SAN FRANCISCO CA 94114

112204

Purpose : EDUCATIONAL
Code Section : 23701d
Form of Organization : Corporation
Accounting Period Ending: September 30
Organization Number : 2075991

You are exempt from state franchise or income tax under the section of the Revenue and Taxation Code indicated above.

This decision is based on information you submitted and assumes that your present operations continue unchanged or conform to those proposed in your application. Any change in operation, character, or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address must also be reported.

In the event of a change in relevant statutory, administrative, judicial case law, a change in federal interpretation of federal law in cases where our opinion is based upon such an interpretation, or a change in the material facts or circumstances relating to your application upon which this opinion is based, this opinion may no longer be applicable. It is your responsibility to be aware of these changes should they occur. This paragraph constitutes written advice, other than a chief counsel ruling, within the meaning of Revenue and Taxation Code Section 21012(a)(2).

You may be required to file Form 199 (Exempt Organization Annual Information Return) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. Please see annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax

March 16, 2000
JUSTGIVE
ENTITY ID : 2075991
Page 2

under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

Please note that an exemption from federal income or other taxes and other state taxes requires separate applications.

A copy of this letter has been sent to the Registry of Charitable Trusts.

E ULCH
EXEMPT ORGANIZATION SECTION
PROCESSING SERVICES BUREAU
TELEPHONE (916) 845-4173

EO :
CC :FRED ADAM

COPY

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: DEC 16 1999

JUSTGIVE
C/O KENDALL WEBB
4421 20TH ST
SAN FRANCISCO, CA 94114

Employer Identification Number:
94-3331010
DLN:
17053243000039
Contact Person:
MARY ASHLINE ID# 95183
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
February
Foundation Status Classification:
509(a)(1)
Advance Ruling Period Begins:
July 15, 1999
Advance Ruling Period Ends:
February 29, 2004

Dear Applicant:

Based on information you supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably expect to be a publicly supported organization described in sections 509(a)(1) and 170(b)(1)(A)(vi).

Accordingly, during an advance ruling period you will be treated as a publicly supported organization, and not as a private foundation. This advance ruling period begins and ends on the dates shown above.

Within 90 days after the end of your advance ruling period, you must send us the information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, we will classify you as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, we will classify you as a private foundation for future periods. Also, if we classify you as a private foundation, we will treat you as a private foundation from your beginning date for purposes of section 507(d) and 4940.

Grantors and contributors may rely on our determination that you are not a private foundation until 90 days after the end of your advance ruling period. If you send us the required information within the 90 days, grantors and contributors may continue to rely on the advance determination until we make a final determination of your foundation status.

If we publish a notice in the Internal Revenue Bulletin stating that we will no longer treat you as a publicly supported organization, grantors and contributors may not rely on this determination after the date we publish the

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notice. In addition, if you lose your status as a publicly supported organization, and a grantor or contributor was responsible for, or was aware of, the act or failure to act, that resulted in your loss of such status, that person may not rely on this determination from the date of the act or failure to act. Also, if a grantor or contributor learned that we had given notice that you would be removed from classification as a publicly supported organization, then that person may not rely on this determination as of the date he or she acquired such knowledge.

If you change your sources of support, your purposes, character, or method of operation, please let us know so we can consider the effect of the change on your exempt status and foundation status. If you amend your organizational document or bylaws, please send us a copy of the amended document or bylaws. Also, let us know all changes in your name or address.

As of January 1, 1984, you are liable for social security taxes under the Federal Insurance Contributions Act on amounts of \$100 or more you pay to each of your employees during a calendar year. You are not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the private foundation excise taxes under Chapter 42 of the Internal Revenue Code. However, you are not automatically exempt from other federal excise taxes. If you have any questions about excise, employment, or other federal taxes, please let us know.

Donors may deduct contributions to you as provided in section 170 of the Internal Revenue Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Donors may deduct contributions to you only to the extent that their contributions are gifts, with no consideration received. Ticket purchases and similar payments in conjunction with fundraising events may not necessarily qualify as deductible contributions, depending on the circumstances. Revenue Ruling 67-246, published in Cumulative Bulletin 1967-2, on page 104, gives guidelines regarding when taxpayers may deduct payments for admission to, or other participation in, fundraising activities for charity.

You are not required to file Form 990, Return of Organization Exempt From Income Tax, if your gross receipts each year are normally \$25,000 or less. If you receive a Form 990 package in the mail, simply attach the label provided, check the box in the heading to indicate that your annual gross receipts are normally \$25,000 or less, and sign the return. Because you will be treated as a public charity for return filing purposes during your entire advance ruling period, you should file Form 990 for each year in your advance ruling period that you exceed the \$25,000 filing threshold even if your sources of support do not satisfy the public support test specified in the heading of this letter.

If a return is required, it must be filed by the 15th day of the fifth

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month after the end of your annual accounting period. A penalty of \$20 a day is charged when a return is filed late, unless there is reasonable cause for the delay. However, the maximum penalty charged cannot exceed \$10,000 or 5 percent of your gross receipts for the year, whichever is less. For organizations with gross receipts exceeding \$1,000,000 in any year, the penalty is \$100 per day per return, unless there is reasonable cause for the delay. The maximum penalty for an organization with gross receipts exceeding \$1,000,000 shall not exceed \$50,000. This penalty may also be charged if a return is not complete. So, please be sure your return is complete before you file it.

You are not required to file federal income tax returns unless you are subject to the tax on unrelated business income under section 511 of the Code. If you are subject to this tax, you must file an income tax return on Form 990-T, Exempt Organization Business Income Tax Return. In this letter we are not determining whether any of your present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

The law requires you to make your annual return available for public inspection without charge for three years after the due date of the return. You are also required to make available for public inspection a copy of your exemption application, any supporting documents and this exemption letter to any individual who requests such documents in person or in writing. You can charge only a reasonable fee for reproduction and actual postage costs for the copied materials. The law does not require you to provide copies of public inspection documents that are made widely available, such as by posting them on the Internet (World Wide Web). You may be liable for a penalty of \$20 a day for each day you do not make these documents available for public inspection (up to a maximum of \$10,000 in the case of an annual return).

You need an employer identification number even if you have no employees. If an employer identification number was not entered on your application, we will assign a number to you and advise you of it. Please use that number on all returns you file and in all correspondence with the Internal Revenue Service.

In accordance with section 508(a) of the Code, the effective date of this determination letter is July 15, 1999.

This determination is based on evidence that your funds are dedicated to the purposes listed in section 501(c)(3) of the Code. To assure your continued exemption, you should keep records to show that funds are spent only for those purposes. If you distribute funds to other organizations, your records should show whether they are exempt under section 501(c)(3). In cases where the recipient organization is not exempt under section 501(c)(3), you must have evidence that the funds will remain dedicated to the required purposes and that the recipient will use the funds for those purposes.

If you distribute funds to individuals, you should keep case histories showing the recipients' names, addresses, purposes of awards, manner of selec-

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tion, and relationship (if any) to members, officers, trustees or donors of funds to you, so that you can substantiate upon request by the Internal Revenue Service any and all distributions you made to individuals. (Revenue Ruling 56-304, C.B. 1956-2, page 306.)

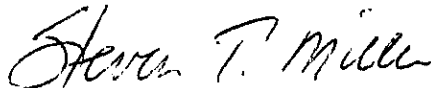
If we said in the heading of this letter that an addendum applies, the addendum enclosed is an integral part of this letter.

Because this letter could help us resolve any questions about your exempt status and foundation status, you should keep it in your permanent records.

We have sent a copy of this letter to your representative as indicated in your power of attorney.

If you have any questions, please contact the person whose name and telephone number are shown in the heading of this letter.

Sincerely yours,



Steven T. Miller
Director, Exempt Organizations

Enclosure(s):
Form 872-C